

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA**

In re:

Case No. 13-40411

GREAT PLATTE RIVER ROAD
MEMORIAL FOUNDATION.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Joel Johnson, declare under penalty of perjury that I am President and Chairman of the Board of Directors of the Great Platte River Road Memorial Foundation, a charitable organization, and that on January 4, 2013, in accordance with its governing documents, the Board of Directors of the Foundation duly authorized me, to sign and file a Voluntary Petition under Chapter 11 of the United States Bankruptcy Code. A copy of the Secretary's Certificate setting forth such resolution is attached hereto.

Dated this 6th day of March, 2013.

GREAT PLATTE RIVER ROAD
MEMORIAL FOUNDATION

s/Joel Johnson

By: Joel Johnson,
Its: President, Chairman
of the Board

Secretary's Certificate of Board Resolution

The undersigned, Sharmond Loeffler, the duly appointed Secretary of the Board of Directors of the Great Platte River Road Memorial Foundation, a Nebraska nonprofit corporation, hereby certifies that at a regular meeting of said Board of Directors held January 4, 2013, at which a quorum was present, the following resolution was adopted by the Board:

RESOLVED, that the filing of bankruptcy by the Foundation under Chapter 11 of the United States Bankruptcy Code is hereby approved and that Chairman and President Joel Johnson is authorized, empowered and directed to take any and all action necessary to accomplish the same upon consultation with counsel;

RESOLVED FURTHER, that the engagement of the Baird Holm law firm as the Foundation's special counsel as set forth in the proposed engagement letter from T. Randall Wright, is hereby approved and that Chairman and President Joel Johnson is authorized, empowered and directed to execute the engagement letter; and

RESOLVED FURTHER, that a Special Committee of the Board is hereby formed and constituted to include Joel Johnson, David Oldfather and Roger Jasnoch. This Special Committee is hereby delegated the authority to take any and all action consistent with the foregoing resolutions, including but not limited to management of the bankruptcy process in consultation with counsel, said authority being limited only and to the extent to which further action by the full Board is deemed necessary in the opinion of the Foundation's counsel.

Dated this 7th day of February, 2013.



Sharmond Loeffler, Secretary